

MARVEL

BEN REILLY:

THE SCARLETT SPIDER



#5
DAVID
BAGLEY
DELL
KEITH

Ben Reilly
David Bagley

Years ago, Miles Warren, one of Peter Parker's college professors, stole a sample of Peter's genetic material and used it to create a perfect clone of Spider-Man. With all of Peter's memories, the clone fled. Created, not born, and without an identity of his own, he gave himself a new name and made his own way in the world as...

BEN REILLY: **THE SCARLET SPIDER**



After a misguided stint as a villain, Ben Reilly's attempt to get back on his feet has lead him to Las Vegas and into uneasy partnership with Cassandra Mercury, casino owner and mother of one of Ben's NEW U patients. Her daughter Abigail is dying of a seemingly incurable disease and Ben has offered to cure her in exchange for some perks that only a powerful casino magnate can provide.

However, Cassandra is having troubles of her own. Aside from her daughter being sick, her casino was recently attacked by hired gunmen. Her hired muscle, Slate, was able to trace the attack to a man named Thorne.

Meanwhile, Kaine Parker, another clone of Peter Parker, who has been trailing Ben since **THE CLONE CONSPIRACY**, has finally caught up with his prey...

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ON THE SURFACE OF IT, KAINE AND I SHOULD BE EVENLY MATCHED, SINCE WE'RE BOTH CLONES OF PETER PARKER.

BUT IT'S REALLY **NOT** SO EVEN. KAINE TENDS TO OVERTHINK EVERYTHING, MAYBE BECAUSE HE DOESN'T HAVE SPIDER-SENSE.

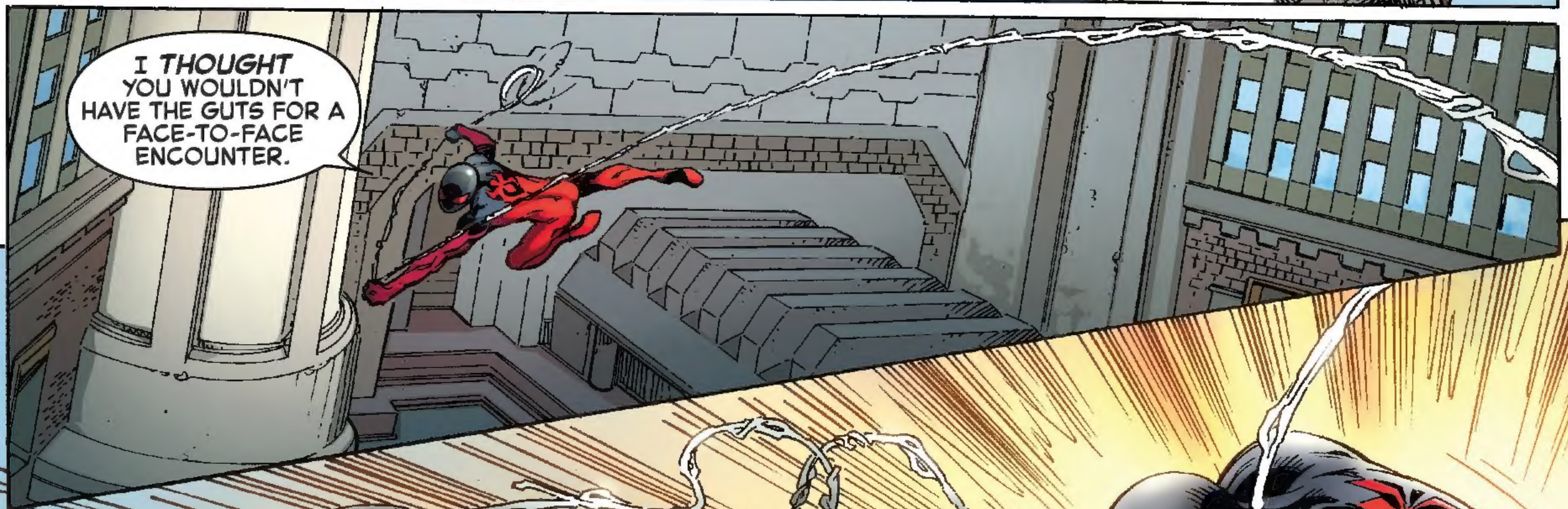
HE MULLS, HE PLANS, HE STRATEGIZES. HE TRIES TO PREDICT WHAT'LL HAPPEN AND FIGURE OUT HOW HE'S GOING TO COUNTER IT.

ME? I **DEPEND** ON MY SPIDER-SENSE AND DO WHATEVER THE HELL I FEEL LIKE. SO I HAVE TO DETERMINE WHAT HE'S GOING TO THINK I'LL DO...

...AND DO THE **OPPOSITE**.

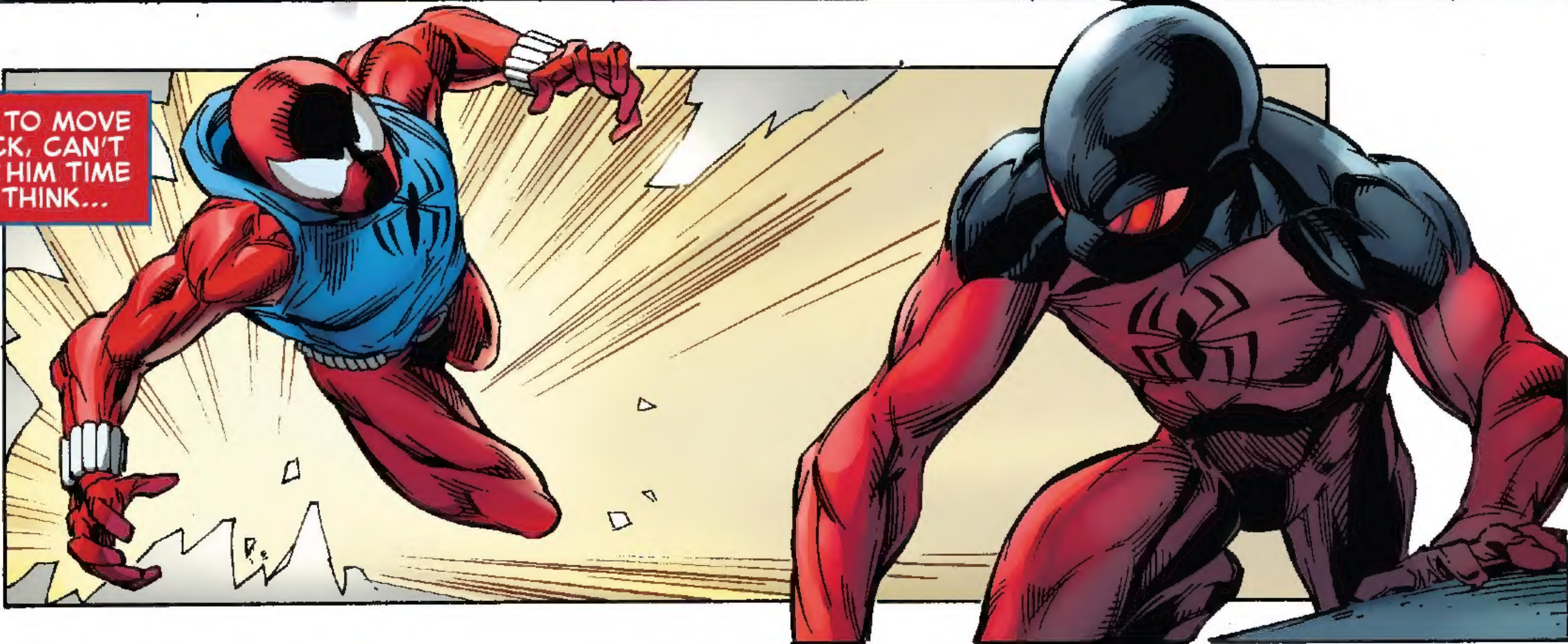
NO PROBLEM! I HOPE.

HEY!





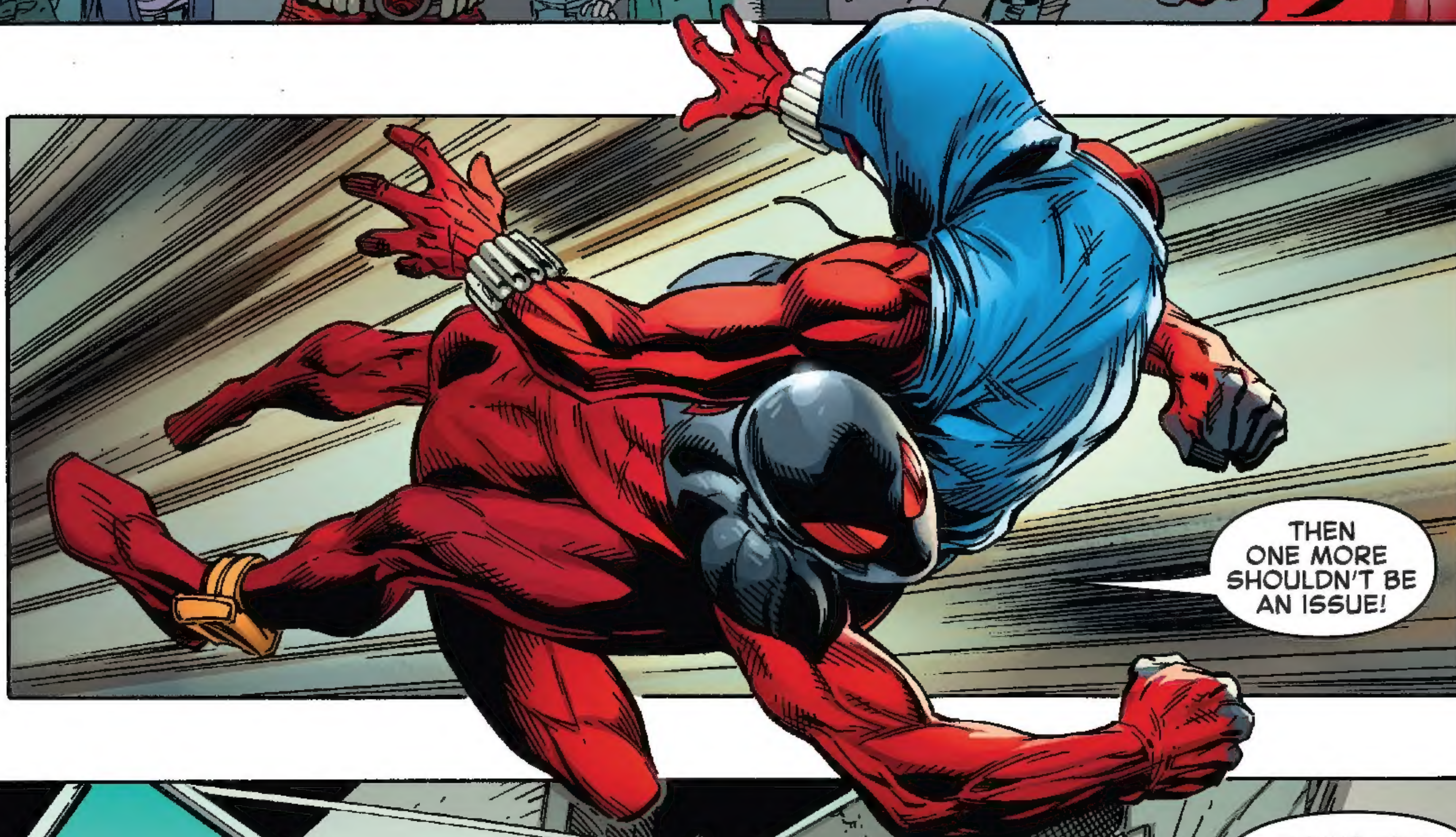
GOT TO MOVE
QUICK, CAN'T
GIVE HIM TIME
TO THINK...

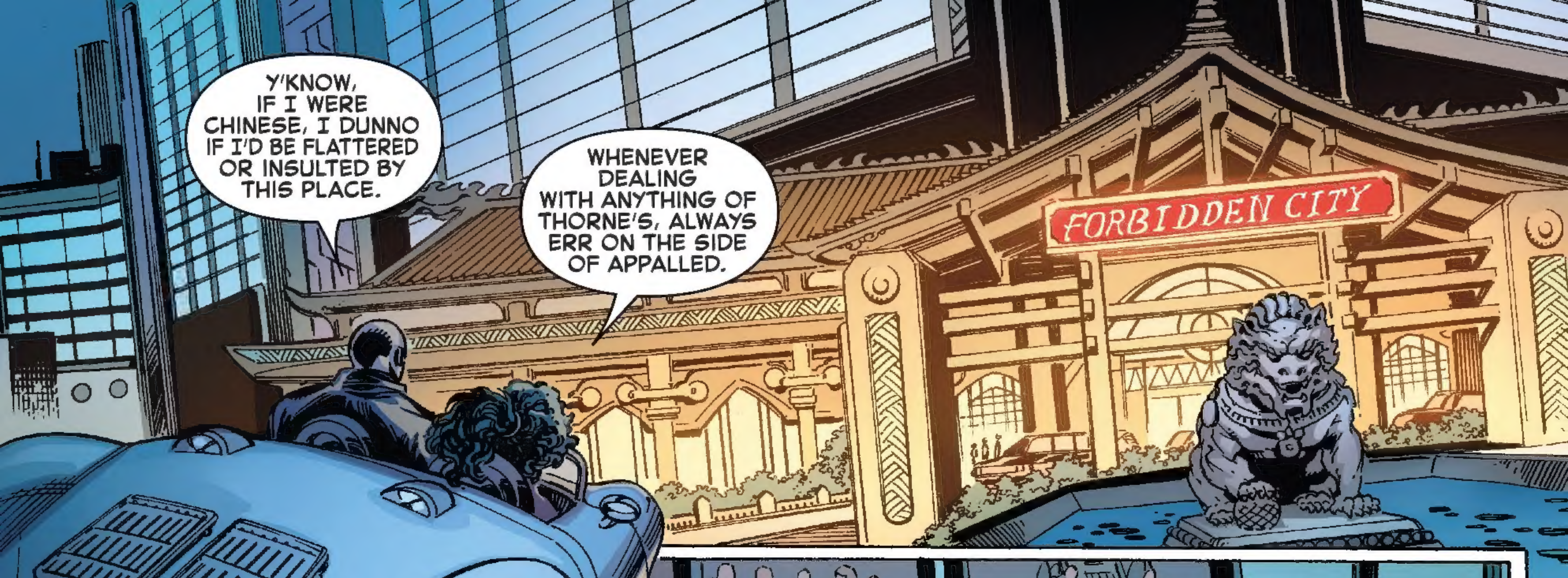


WELL.

CRAP.

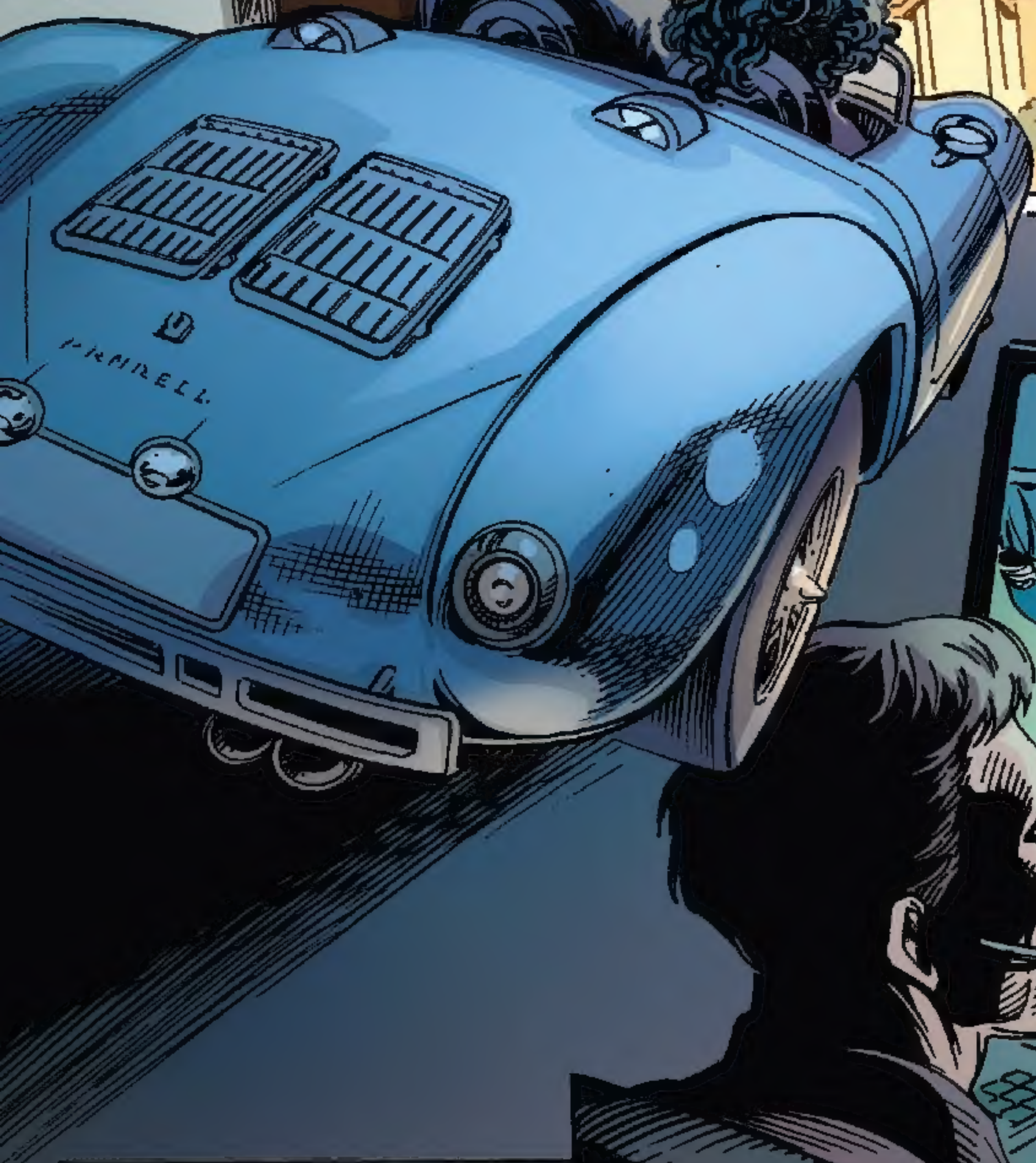






Y'KNOW, IF I WERE CHINESE, I DUNNO IF I'D BE FLATTERED OR INSULTED BY THIS PLACE.

WHENEVER DEALING WITH ANYTHING OF THORNE'S, ALWAYS ERR ON THE SIDE OF APPALLED.



UH-OH. MAIN FOYER. TARGET ALPHA JUST WALKED IN.

HAVE THEM ESCORTED OFF THE PREMISES IMMEDIATELY.



PLEASE LEAVE.

ARE YOU KIDDING ME?

NOW!

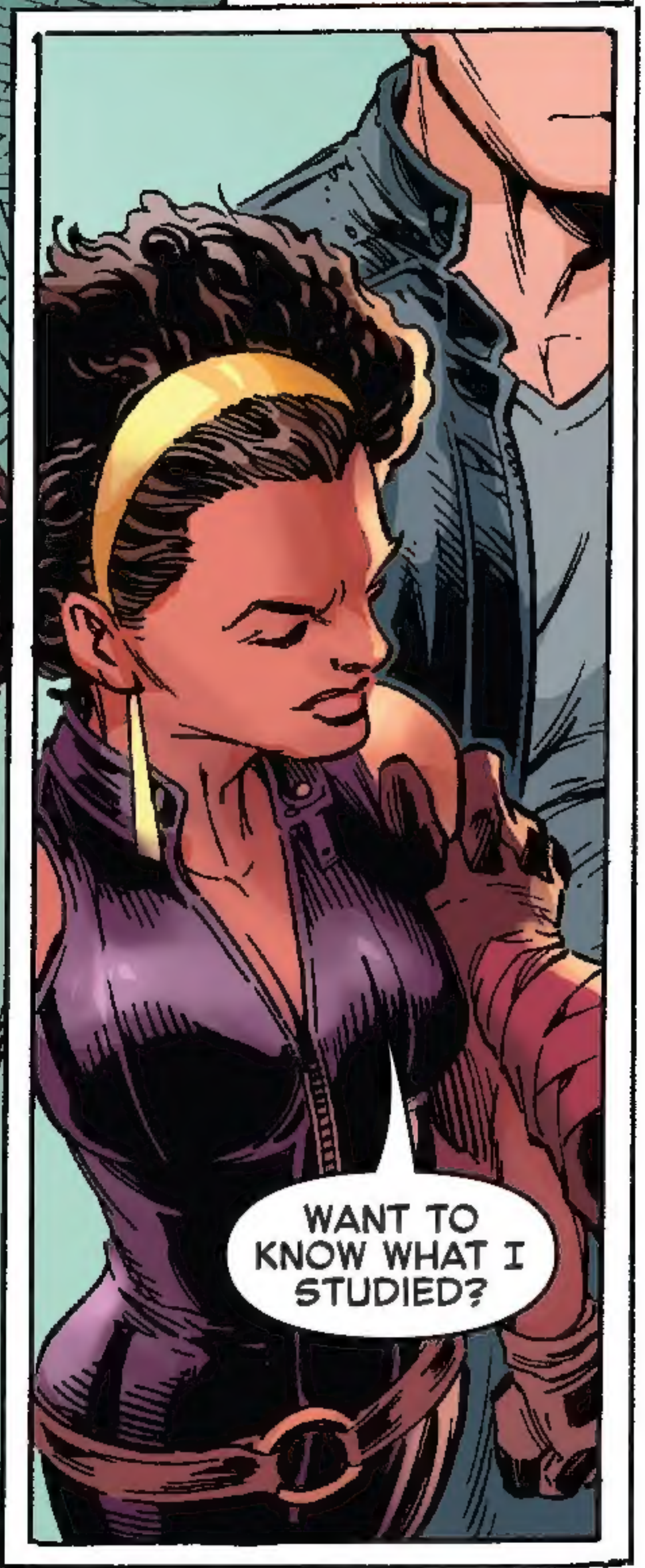


YOU REALIZE THAT NINJAS ARE JAPANESE, RIGHT? AND THIS PLACE IS MODELED ON CHINA.

IT'S PAN-ASIAN.

IT'S CALLED THE FORBIDDEN CITY. THAT'S IN CHINA. I KNOW. I'VE BEEN THERE. I'VE STUDIED THERE.

GREAT, FINE. LET'S GO.



WANT TO KNOW WHAT I STUDIED?





NOW, MARTY, WHEN YOU GET KNOCKED OFF THE HORSE, I **REALLY** WANT YOU TO SELL IT. RIGHT NOW, IT LOOKS LIKE YOU'RE ANTICIPATING THE BLOW.

WELL, I KIND OF AM.

YEAH, BUT YOU'RE THE **BLACK KNIGHT**. YOU SHOULDN'T BE EXPECTING TO GET KNOCKED ON YOUR BUTT.



I'M WONDERING: DO I HAVE TO BE THE BLACK KNIGHT? ISN'T THAT KIND OF CLICHÉ, THAT THE BLACK KNIGHT IS THE BAD GUY?

HE'S ALWAYS BEEN THE BAD GUY. FOR THE LAST EIGHTEEN YEARS.

RIGHT, SO WHY NOT SHAKE IT UP?

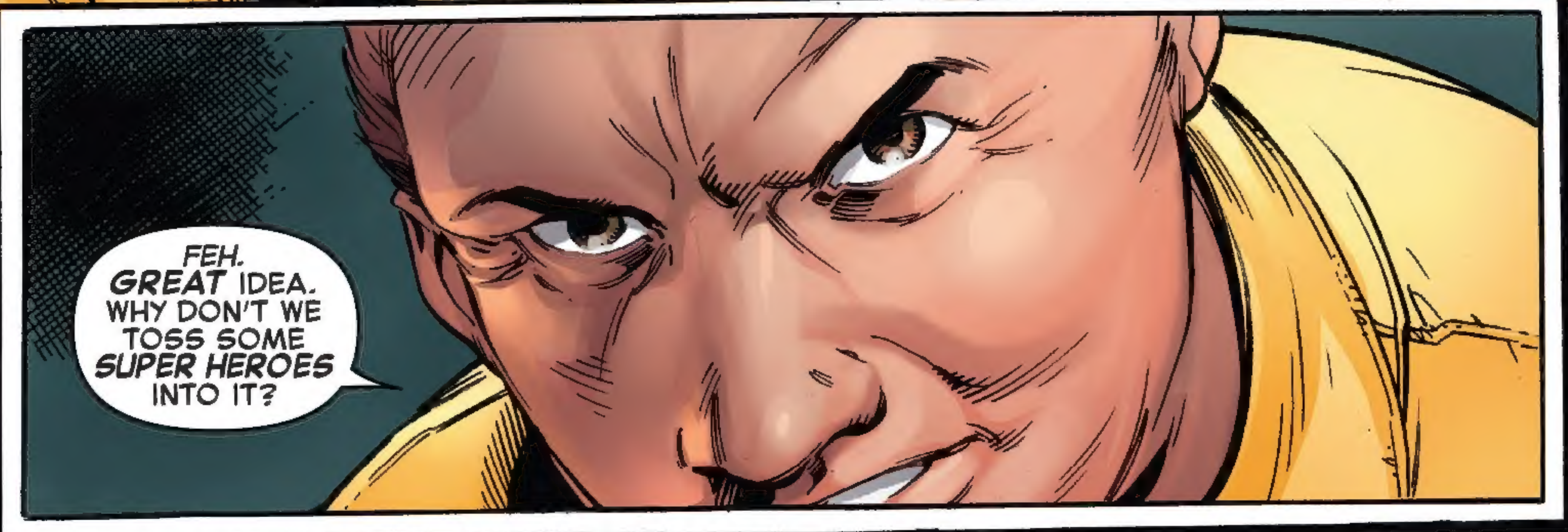


BECAUSE IT'S **WORKED** FOR EIGHTEEN YEARS.



BUT IT WON'T FOREVER! PEOPLE WILL GET SICK OF IT.

WHY NOT TRY THINKING OUTSIDE THE BOX?

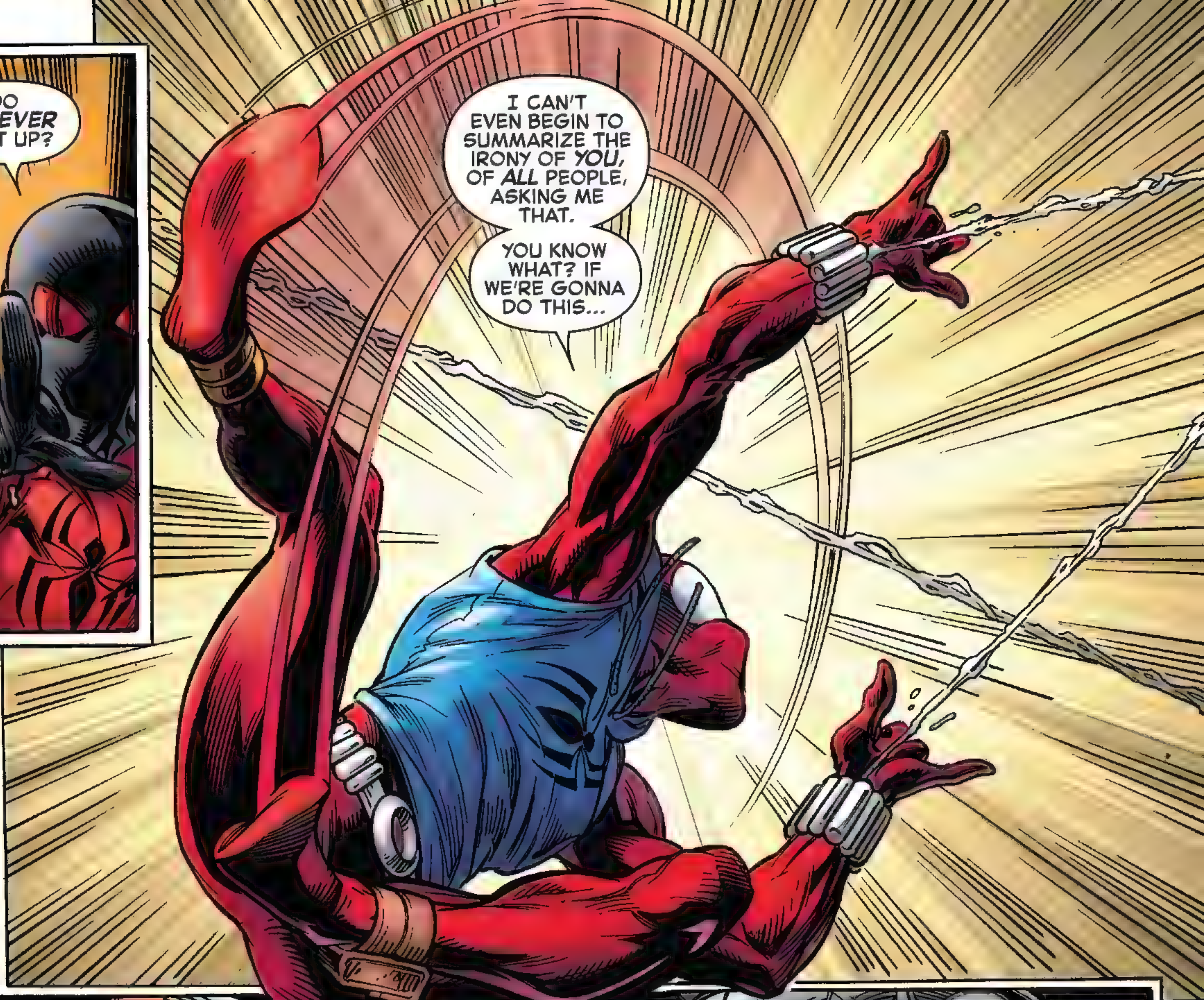


FEH. GREAT IDEA. WHY DON'T WE TOSS SOME **SUPER HEROES** INTO IT?



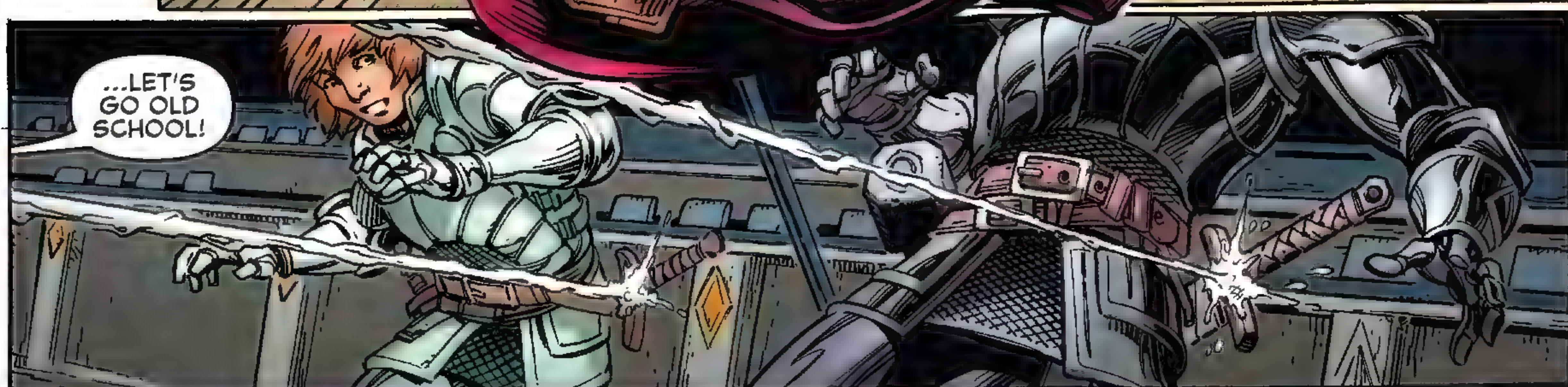


DO YOU EVER SHUT UP?



I CAN'T EVEN BEGIN TO SUMMARIZE THE IRONY OF YOU, OF ALL PEOPLE, ASKING ME THAT.

YOU KNOW WHAT? IF WE'RE GONNA DO THIS...

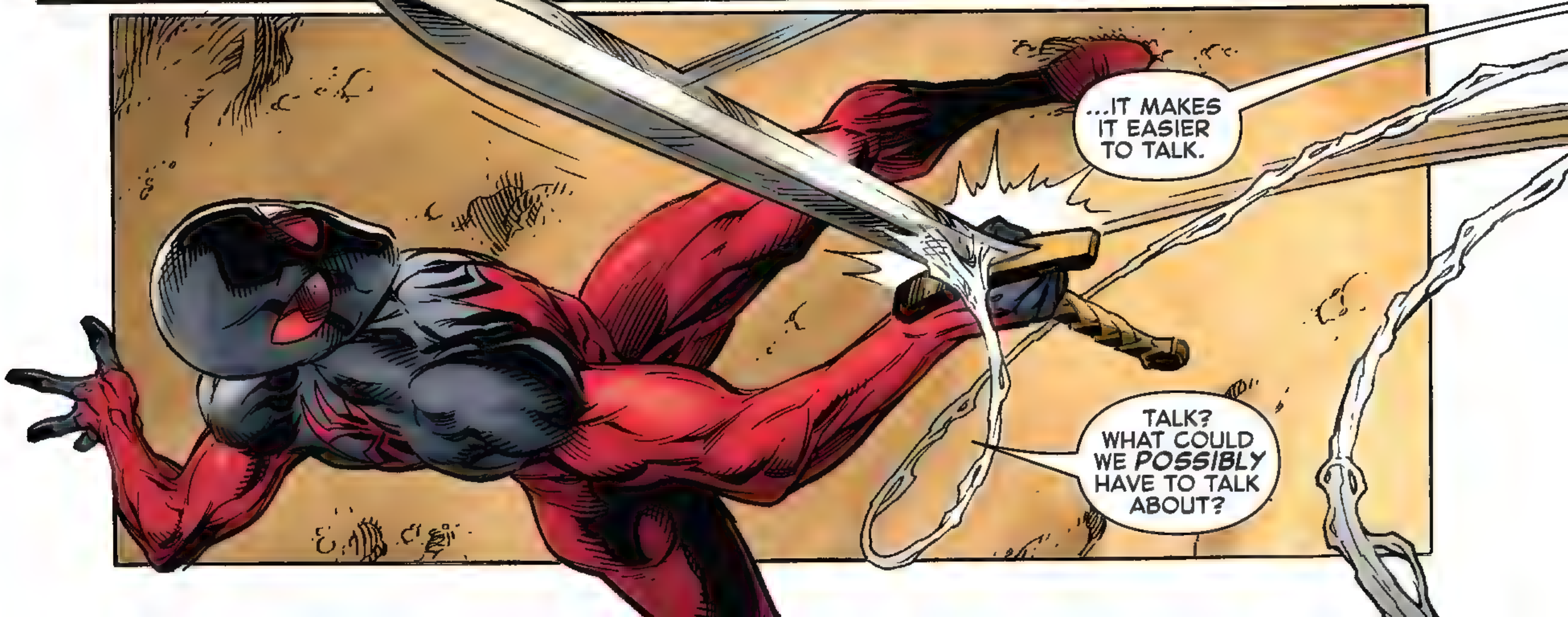


...LET'S GO OLD SCHOOL!



WHAT DO YOU SAY?

IF NOTHING ELSE...



...IT MAKES IT EASIER TO TALK.

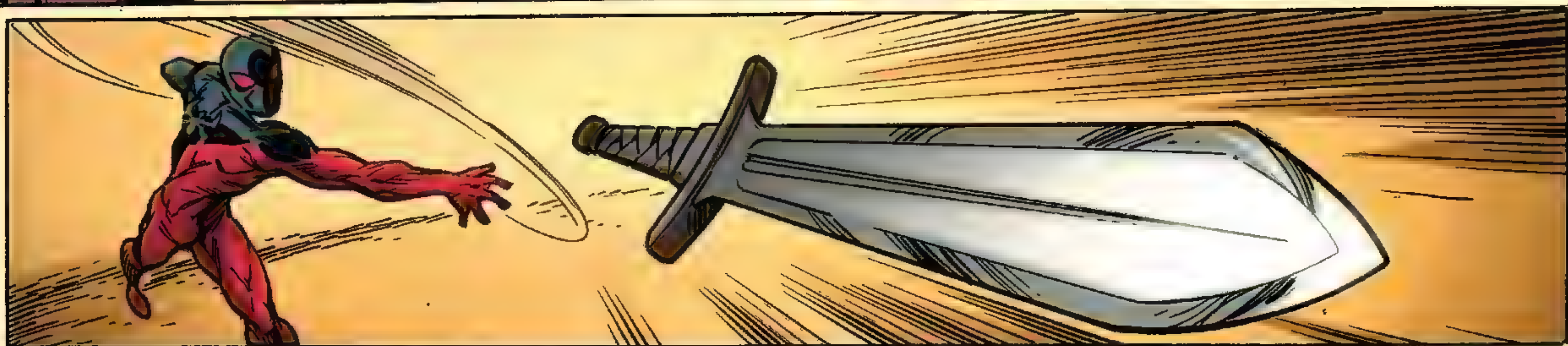
TALK? WHAT COULD WE POSSIBLY HAVE TO TALK ABOUT?



ABOUT WHY YOU SHOULDN'T KILL ME.

THERE'S LOTS OF REASONS. SO LET'S WHACK AT EACH OTHER WITH SWORDS WHILE WE DISCUSS...

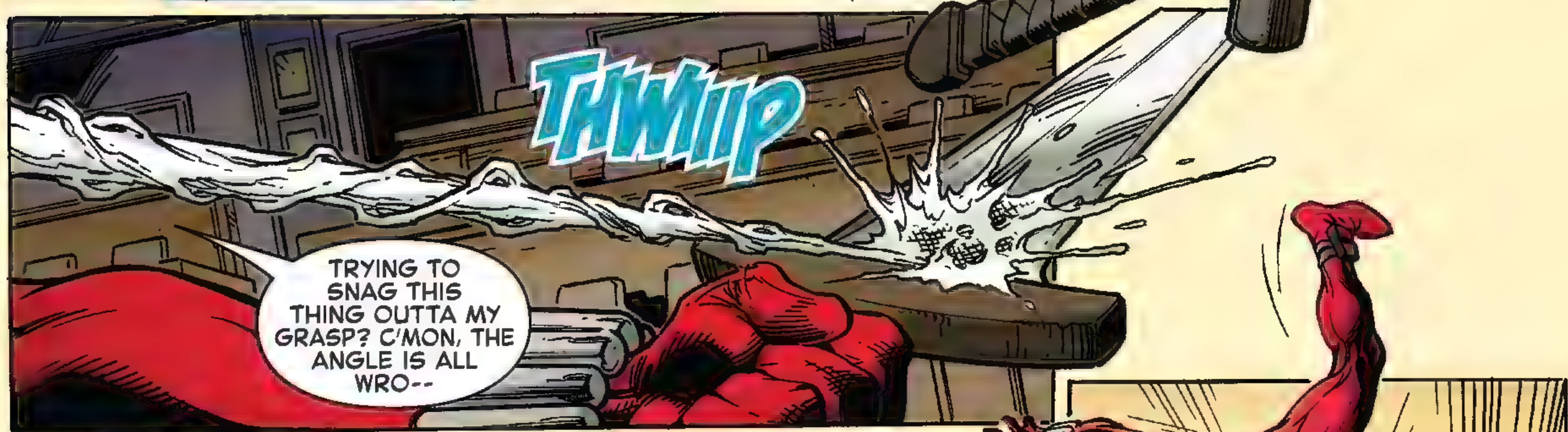
...OR MAYBE, YOU KNOW, JUST GRAB A DRINK AND CHAT ABOUT IT INSTEAD?



KLAANG

SO THAT'S A "NO"?

NEITHER OF US ARE GOING TO WIN, BRO. WE'RE TOO EVENLY MATCHED.

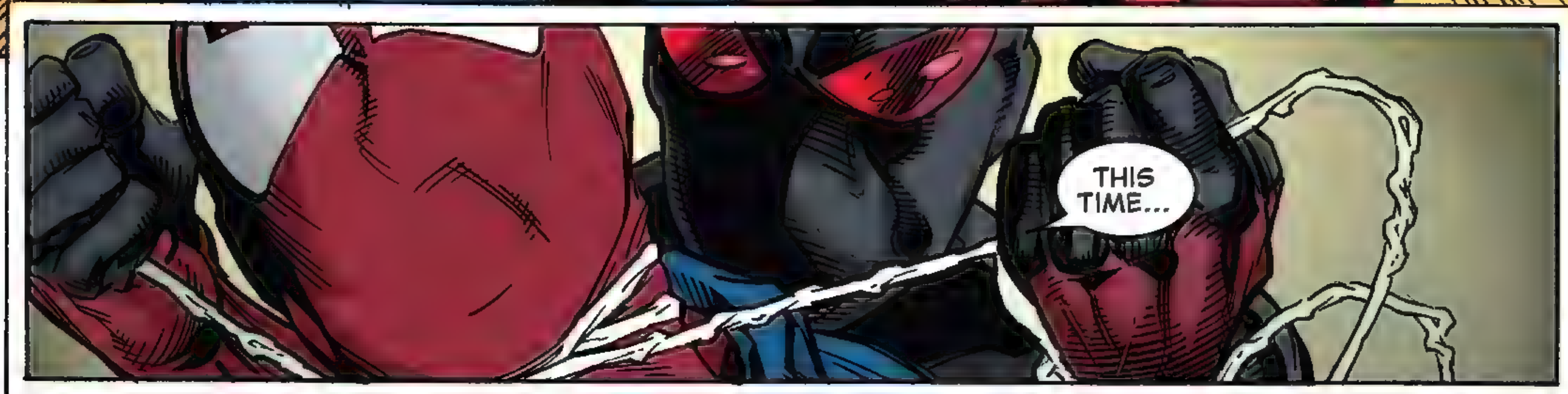


THWIP

TRYING TO SNAG THIS THING OUTTA MY GRASP? C'MON, THE ANGLE IS ALL WRO--

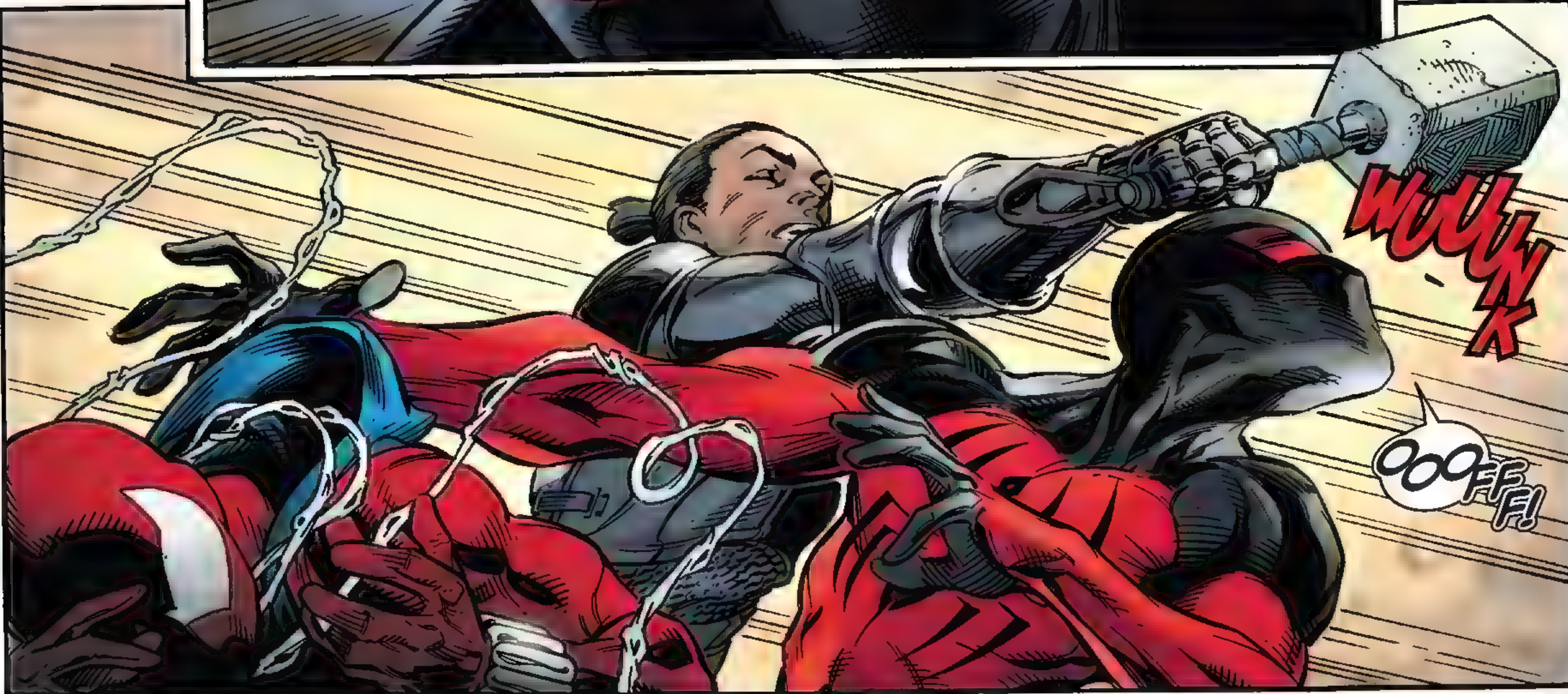


AAGH!





...YOU
DIE.



WUUN
K

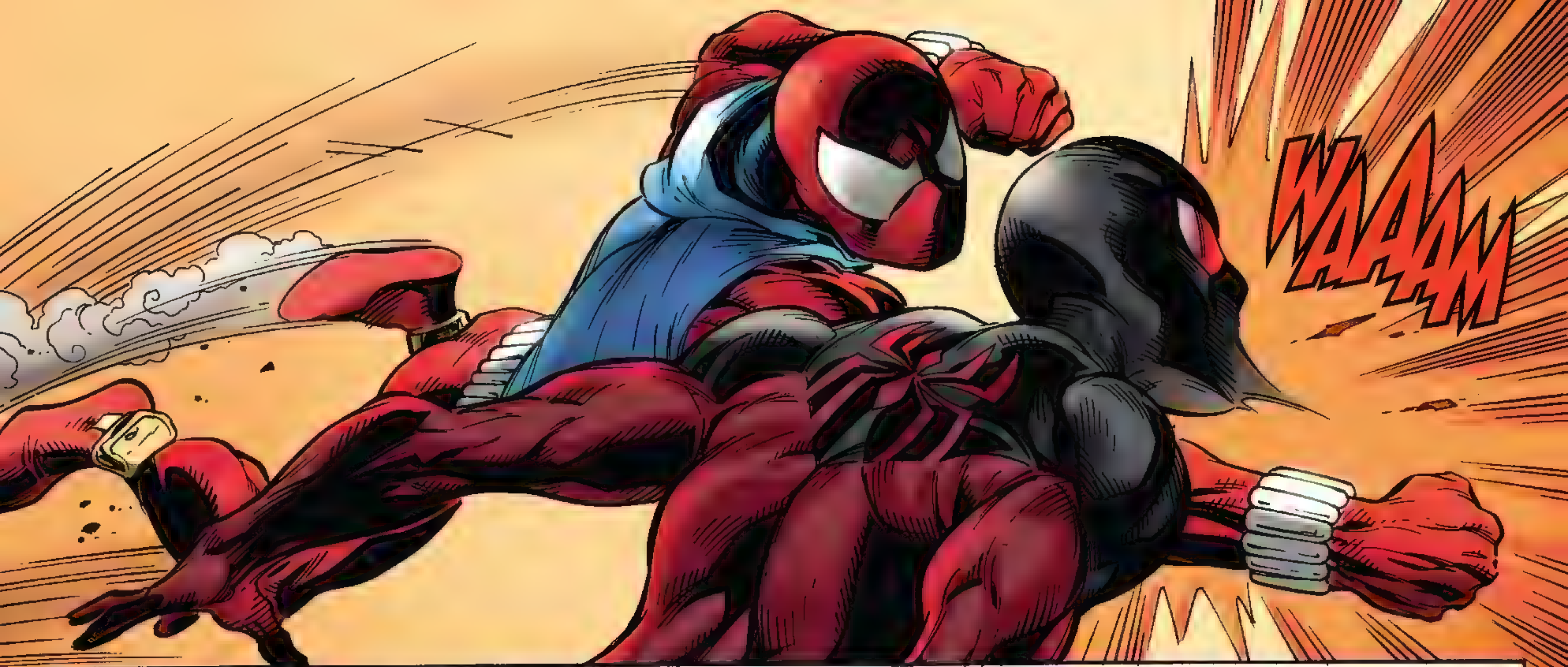
OOO
FF
FI



NOBODY
IS KILLING
ANYBODY!



YOU...
IDIOT! OF
ALL THE--





THIS HAS BEEN GREAT, KAINE! WE SHOULD DO IT MORE OFTEN!

BUH-BYE!



OH, NO. HE'S NOT GETTING AWAY THAT EASILY.

THIS ENDS NOW. I KNOW EXACTLY WHAT HE'S GOING TO DO...

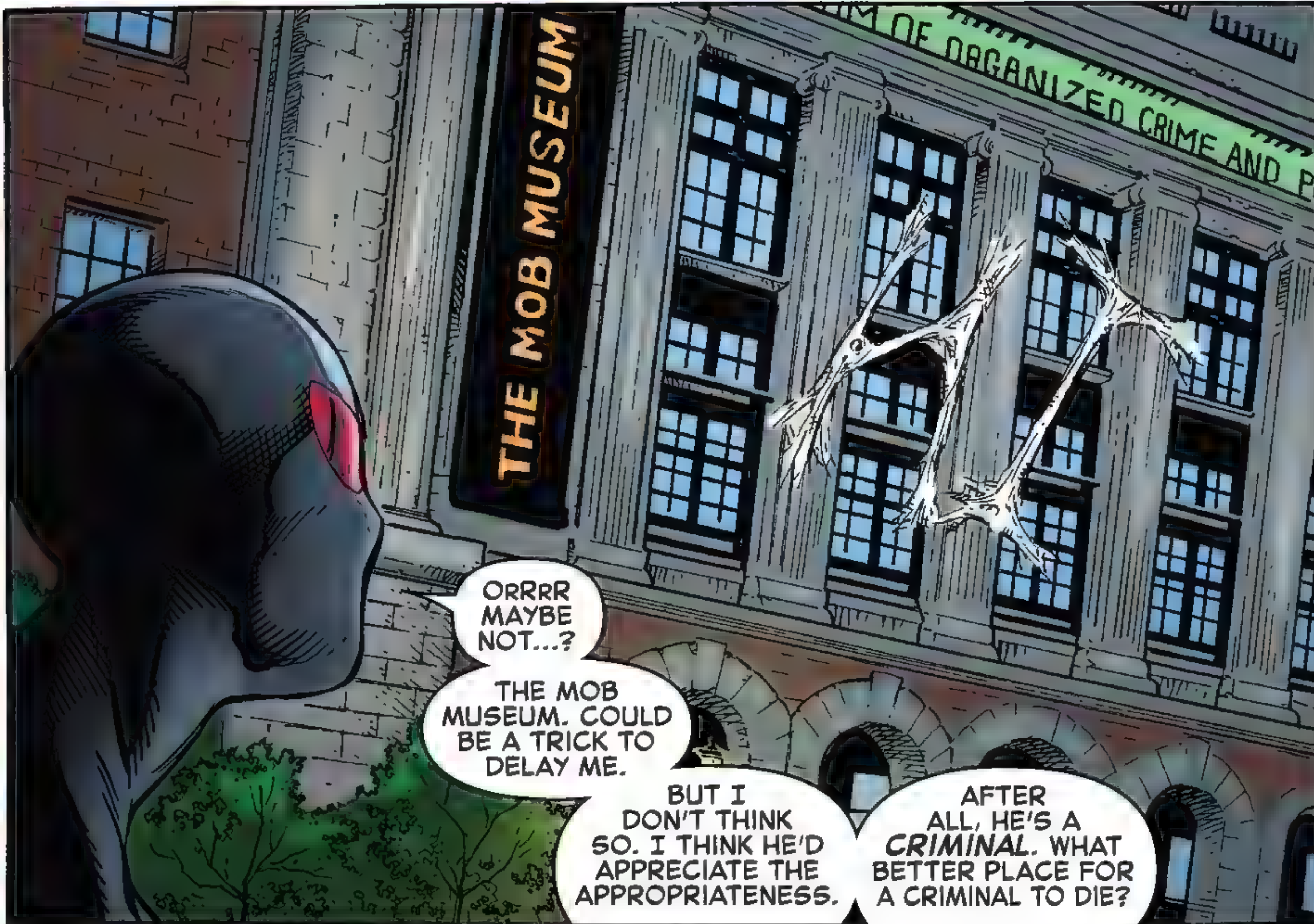
HE'S GOING TO GO UNDERGROUND. BURY HIMSELF SOMEWHERE AND HOPE HE CAN AVOID ME.



BUT THAT'S AN EMPTY HOPE. THERE'S NO WAY THAT--



HUNH.



ORRRR MAYBE NOT...?

THE MOB MUSEUM. COULD BE A TRICK TO DELAY ME.

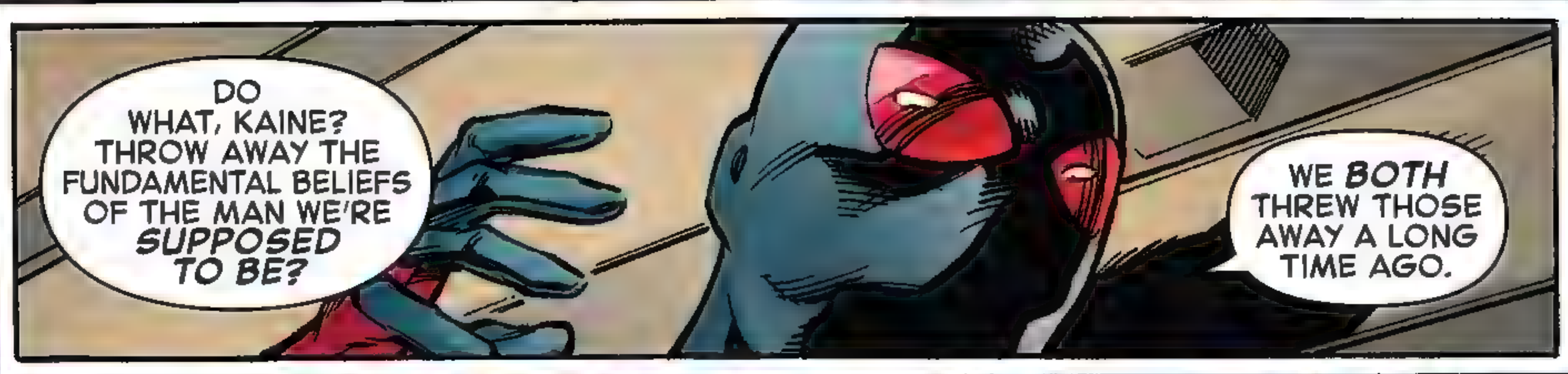
BUT I DON'T THINK SO. I THINK HE'D APPRECIATE THE APPROPRIATENESS.

AFTER ALL, HE'S A CRIMINAL. WHAT BETTER PLACE FOR A CRIMINAL TO DIE?



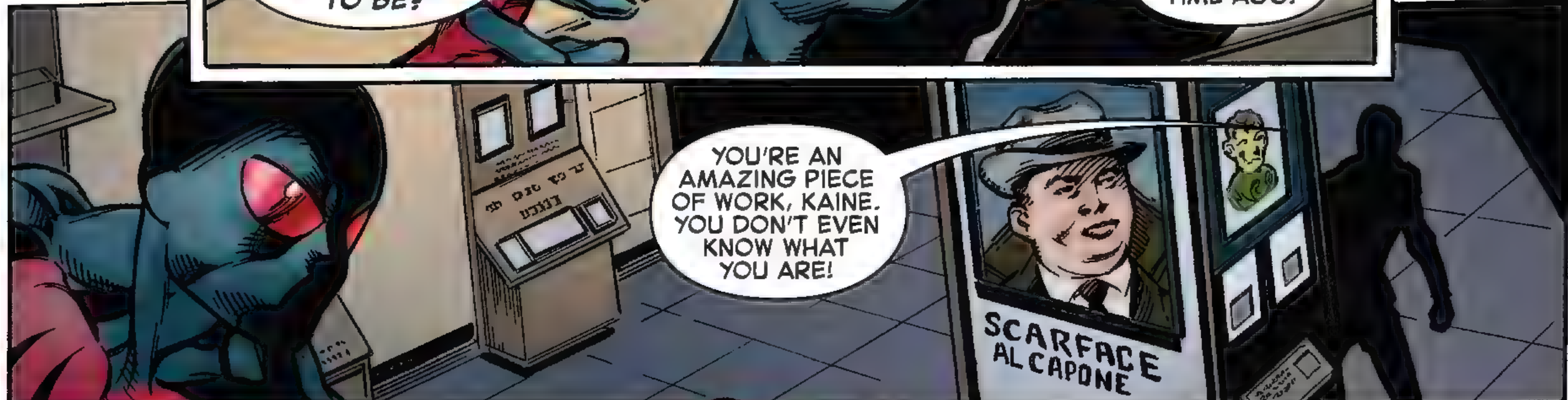


GOOD THING THEY'RE NOT OPEN YET. HATE TO HAVE TO DO THIS WITH CUSTOMERS ALL AROUND.

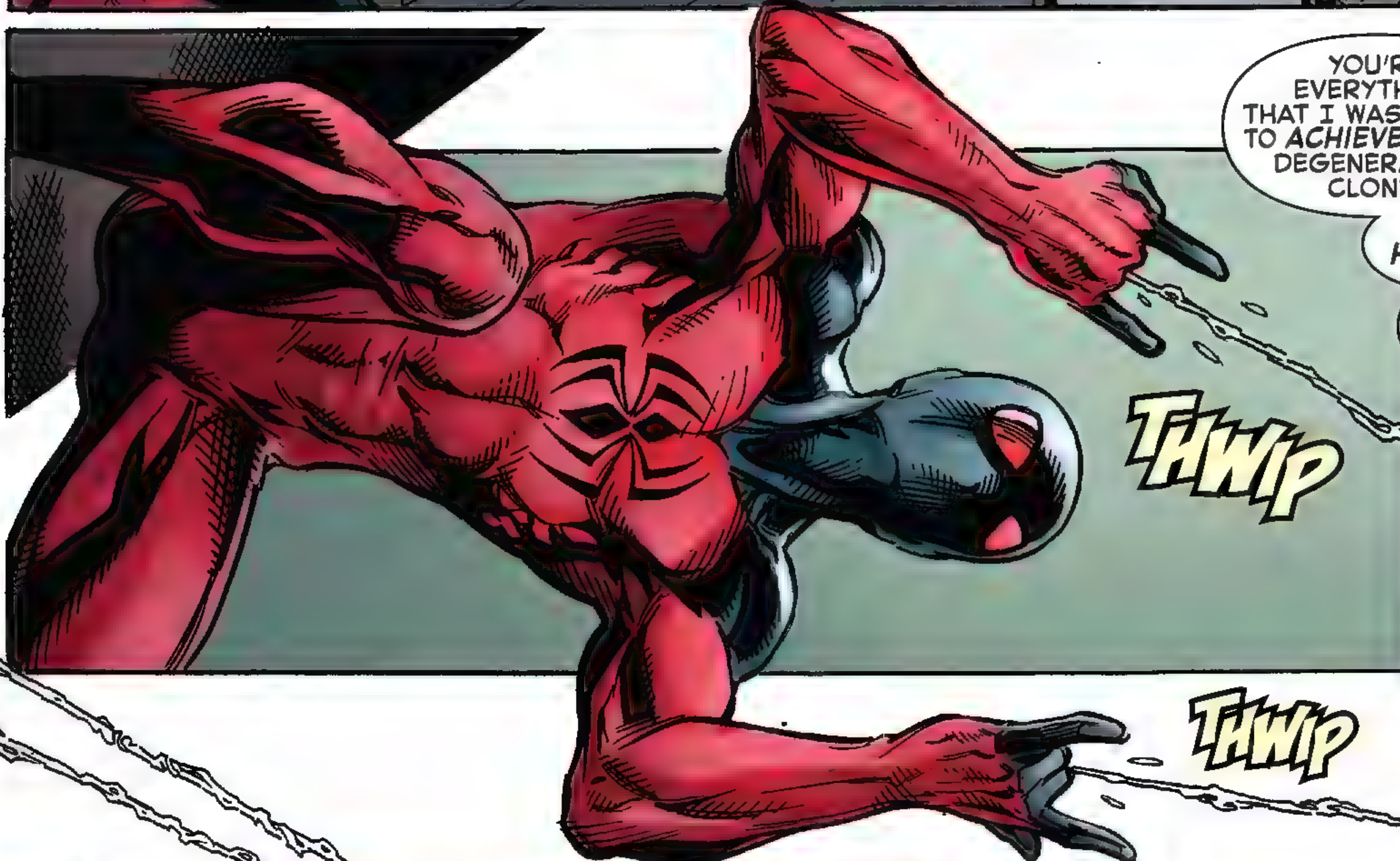


DO WHAT, KAINE? THROW AWAY THE FUNDAMENTAL BELIEFS OF THE MAN WE'RE SUPPOSED TO BE?

WE BOTH THREW THOSE AWAY A LONG TIME AGO.



YOU'RE AN AMAZING PIECE OF WORK, KAINE. YOU DON'T EVEN KNOW WHAT YOU ARE!

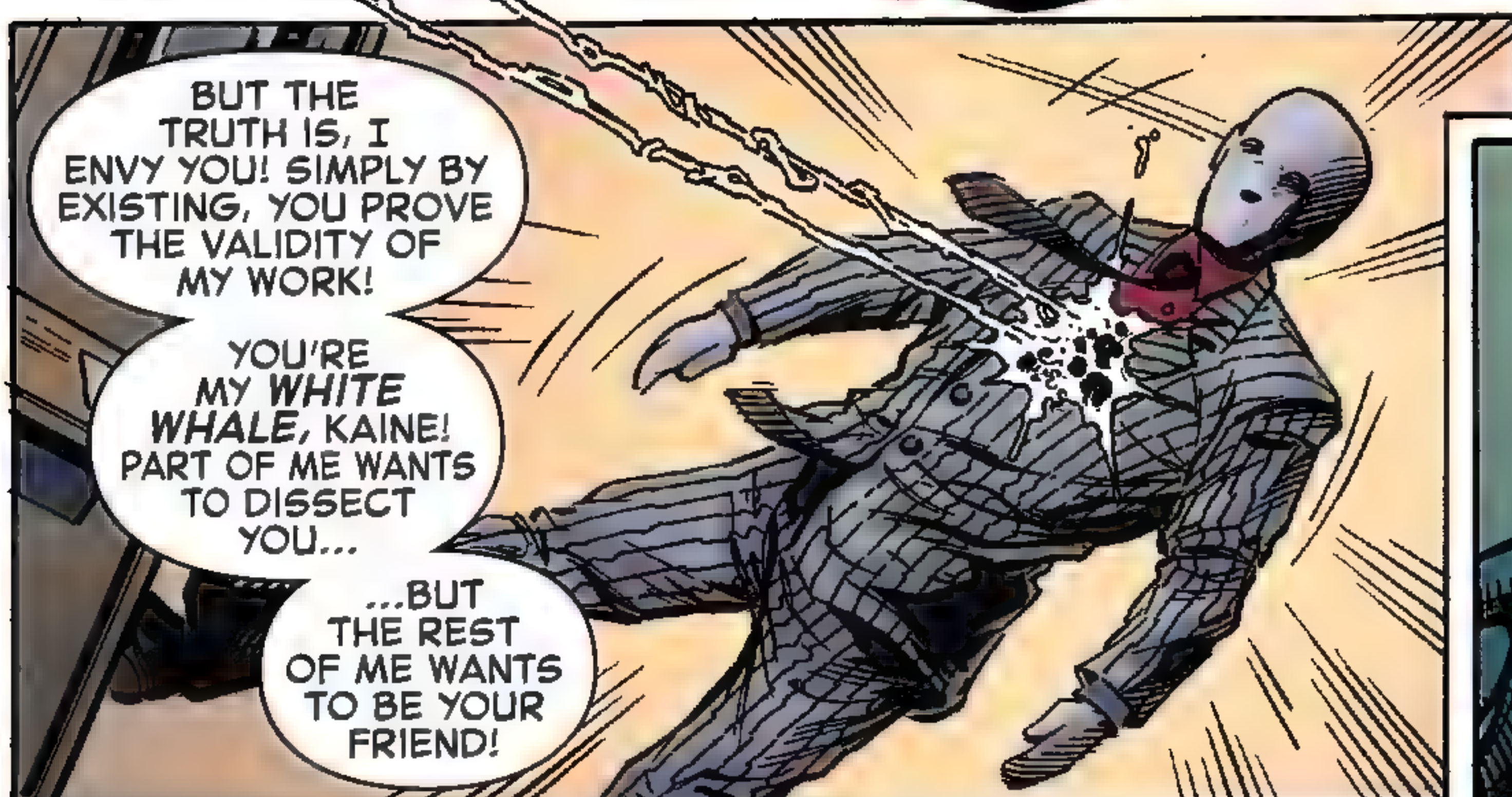


YOU'RE EVERYTHING THAT I WAS TRYING TO ACHIEVE! A NON-DEGENERATING CLONE.

A HERO!

WELL, NON-DEGENERATING ANYMORE.

AND TRYING TO KILL ME...



BUT THE TRUTH IS, I ENVY YOU! SIMPLY BY EXISTING, YOU PROVE THE VALIDITY OF MY WORK!

YOU'RE MY WHITE WHALE, KAINE! PART OF ME WANTS TO DISSECT YOU...

...BUT THE REST OF ME WANTS TO BE YOUR FRIEND!



ALL OF YOU SHOULD WANT TO KILL ME. BECAUSE I'M GOING TO KILL YOU FOR WHAT YOU DID AS THE JACKAL!



KILL ME FOR TRYING TO *HELP* PEOPLE? IS THAT WHAT THIS HAS COME TO?

YOU JUST WANTED TO HELP YOUR OWN TWISTED EGO!

YOU KNOW THAT'S NOT TRUE.

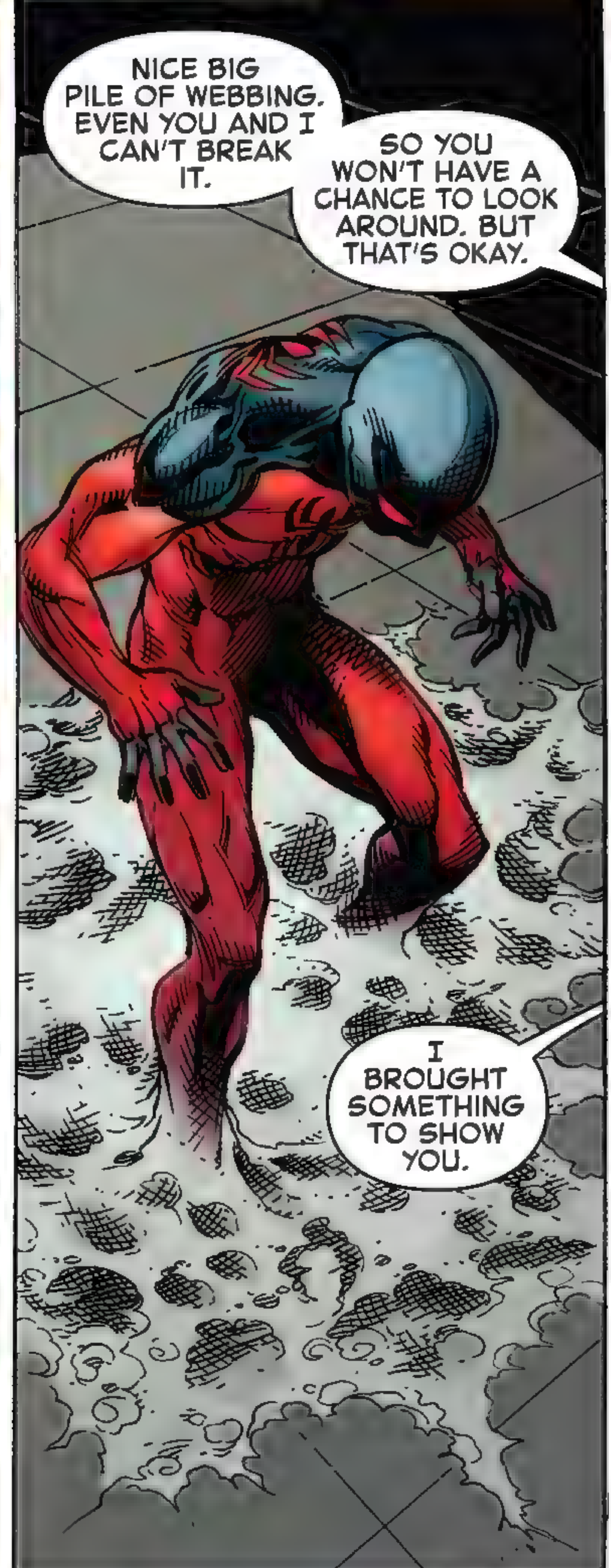


DID YOU REALLY THINK I COULDN'T DODGE THAT?



NO, I WAS **EXPECTING** YOU TO DODGE IT. I EVEN KNEW WHICH WAY YOU'D DODGE.

LOOK DOWN.



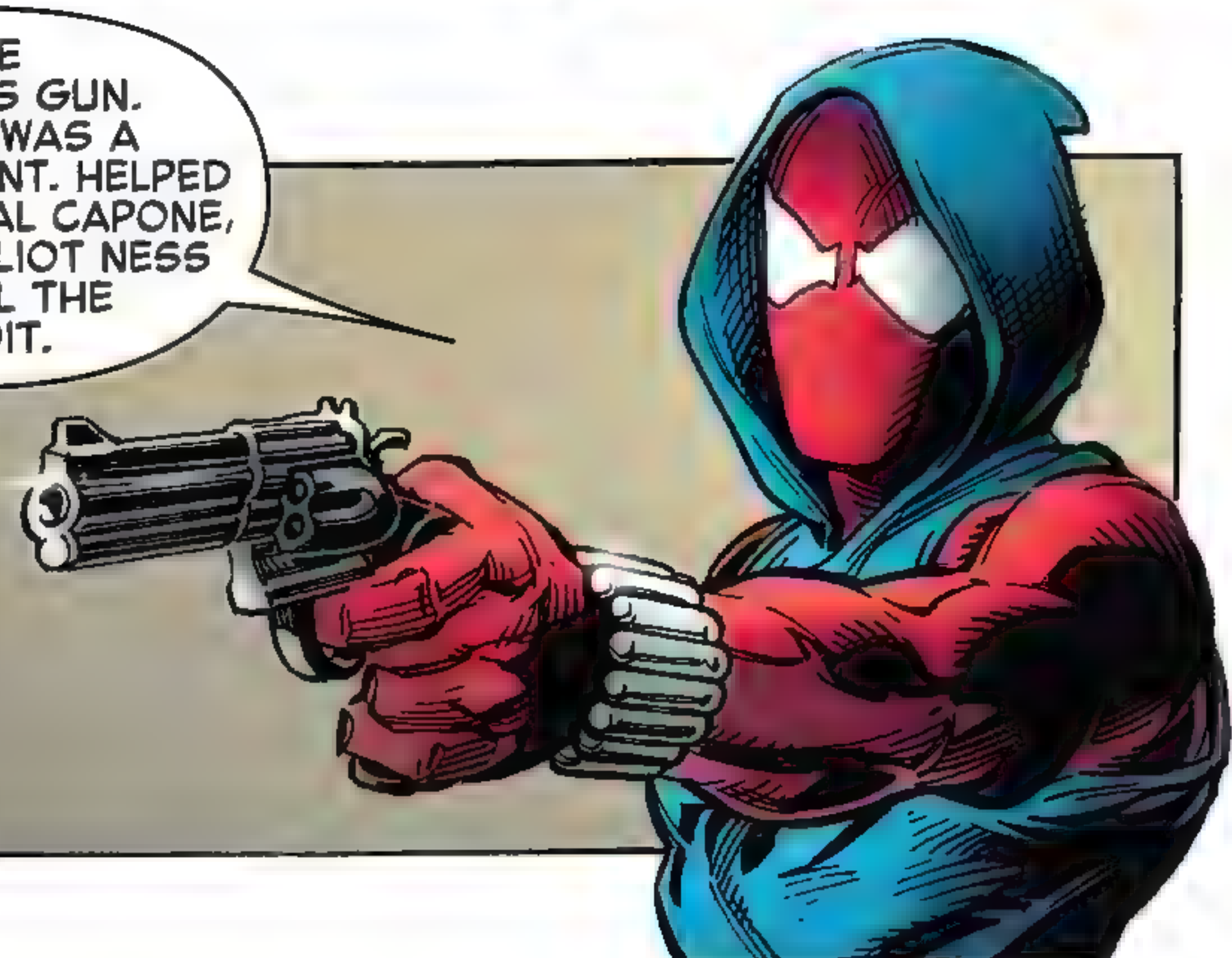
NICE BIG PILE OF WEBBING. EVEN YOU AND I CAN'T BREAK IT.

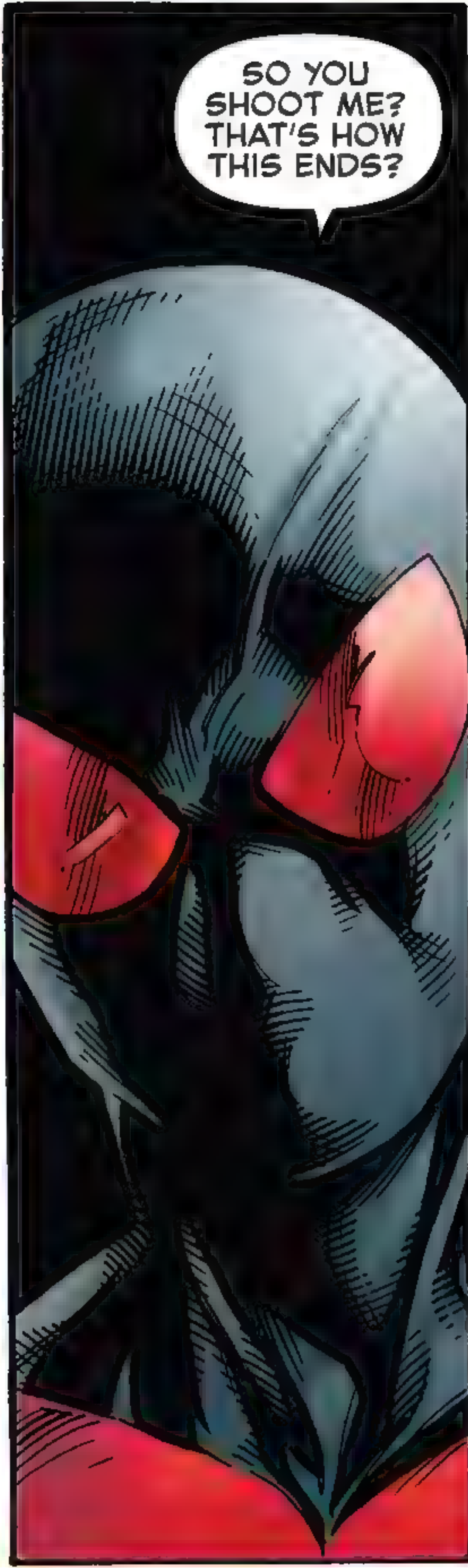
SO YOU WON'T HAVE A CHANCE TO LOOK AROUND. BUT THAT'S OKAY.

I BROUGHT SOMETHING TO SHOW YOU.



MIKE MALONE'S GUN. MALONE WAS A FEDERAL AGENT. HELPED BRING DOWN AL CAPONE, ALTHOUGH ELIOT NESS GOT ALL THE CREDIT.







SON
OF A--!

MAN, I
WASN'T EVEN SURE
I COULD CATCH A
BULLET. LEAVE IT
TO YOU TO
TEST ME.

SO, WHAT?
YOU KILL ME NOW?
SOMEONE BEGGING
YOU TO LISTEN TO
HIM? YEAH, I'M SURE
PETER WOULD BE SO
FREAKING PROUD
OF YOU.

UNCLE
BEN,
TOO.

FINE. JUST
DO IT. BECAUSE
I'LL BE DAMNED
IF I BEG.



...
FINE.

SAY
WHAT YOU
HAVE TO
SAY.



YOU
KNOW ABOUT
CASSANDRA'S
DAUGHTER.

ABIGAIL.
SHE'S
DYING. YOU'RE
PRETENDING
TO CURE
HER.

NOT
PRETENDING.
I'M REALLY
RESEARCHING A
CURE. AND IF
YOU KILL
ME...

...YOU'RE
KILLING THE ONLY
PERSON WHO CAN
HELP HER. SHOOT ME,
AND YOU KILL AN
INNOCENT GIRL.

BUT IF
YOU'RE OKAY
WITH THAT, THEN
PULL THE
TRIGGER.

YOUR
CALL.



THE MOMENT
YOU CURE HER,
YOU'RE DEAD. FOR
THAT MATTER, IF
SHE DIES, I'LL
KILL YOU.

YEAH,
WELL, YOU'LL
HAVE TO GET
IN LINE.





YOU'VE TARGETED MY CASINO.

BOOMER TOLD YOU, I ASSUME. NICE WORK, ARRANGING FOR HIM TO REMAIN IN CUSTODY SO THAT YOU COULD QUESTION HIM.

WHY THE HELL ARE YOU DOING IT?



BECAUSE I WANT TO BRING IT DOWN I WANT TO CONVINCE TOURISTS IT'S FAR TOO DANGEROUS A PLACE TO GO AND GAMBLE AT.

AND REALLY, AM I **WRONG**? TWO SPIDER-MEN HAVE BEEN SPOTTED ON YOUR PROPERTY! NOT TO MENTION THE BULLETPROOF NEANDERTHAL STANDING TO YOUR LEFT.

I HAVE OTHER PLANS FOR YOU, AS WELL. MY OWN RESOURCES WHO CAN PUMMEL YOU **AND** YOUR BELOVED SLATE INTO **NON-EXISTENCE**.



IF YOU ENGAGE IN A WAR WITH ME, YOU'RE GOING TO LOSE.

NO. IF IT COMES TO A FULL BATTLE...YOU WILL DIE. I'D MISS YOU, BUT I CAN LIVE WITHOUT YOU.



OH. ONE OTHER THING...

WHAT?



CALL MOM, WOULD YOU? I'M TIRED OF HER COMPLAINING TO ME ABOUT YOU.



SHUT UP.

TO BE CONTINUED!

SCARLET LETTERS

Send e-mail to SPIDEYOFFICE@MARVEL.COM (please mark "OKAY TO PRINT")
Letters c/o Spider-Office, 135 West 50th Street, 7th Floor, New York, NY 10020

Hello, Cloneheads! Editor Devin Lewis reporting to you live and in print from Marvel HQ in New York City!

WHAT AN ISSUE! Just when you thought Ben Reilly's life might be getting a smidge easier as he's reached a détente with Kaine, more trouble's already brewing with Cassandra Mercury! What does Thorne have up his sleeve? Will Ben be able to save Abigail? And if he can't, will Kaine make good on his promise to kill your favorite hooded hero?

Answers to those questions, and more you didn't even know you had, will be revealed in the next few issues, True Believers! So don't miss a single page!

ITEM: You may have heard about it online, but just this week, the House of Ideas announced MARVEL LEGACY, a bombastic initiative focused on telling tales in the classic Mighty Marvel Manner – and BEN REILLY: THE SCARLET SPIDER will be taking part! We've released this image, featuring none other than THE SLINGERS! If you don't know who the Slingers are, what're you waiting for?! Log onto Marvel Digital Comics Unlimited and catch up! And, if you're a longtime Spider-Phile, don't worry – we've still got some surprises in store for you.



All right – enough plugging! Let's get to your letters.

Hello!

I grew up reading Ben Reilly's adventures in the '90s. It has been a nice pleasure to read the actual series, as Ben tries to find his way in the world after difficult times.

I am also a Peter David fan, hope to see a SCARLET SPIDER/SPIDER-MAN 2099 crossover soon!

Greetings from Brazil!
Rodrigo B.

Thanks for reading, Rodrigo! Great minds think alike, I guess, because when we were building BEN REILLY: THE SCARLET SPIDER, Peter's work on SPIDER-MAN 2099 immediately jumped to mind and we toyed with the idea of doing a crossover. Unfortunately, the conclusion to Peter's epic SPIDER-MAN 2099 run was already in development (and it's on sale now, so go pick it up!). We just weren't able to line things up this time. But maybe in the future...?

I'm a huge Spider-Man fan! HUGE!!! And I've always loved the Scarlet Spider. I've never actually bought a comic before, though, until

now... The new SCARLET SPIDER series is amazing and I can't wait for the rest of the series to come out!

An avid Spidey Fan,
Daniel

Glad you're digging it, Daniel!

Dear Spidey-Team,

To be completely honest, when I picked up BEN REILLY: THE SCARLET SPIDER #1, I didn't have any real intentions of actually becoming invested in the series and had only bought it for the sake of having a number one. But after reading issues #2 and #3, it has become apparent that I had to add it to my monthly list!

I'm really starting to enjoy Ben Reilly as a spider again after the events of THE CLONE CONSPIRACY! I wasn't sure if this was intended, but there are a lot of similarities between The Scarlet Spider and Deadpool that bring a certain comedy aspect to the series! All I know is that I am one Spider-Man fan that is satisfied! Keep up the great work!

Anthony B.
Mesa, AZ

Thanks for reading, Anthony! Can't wait to see what we put Ben through next!

First time I've really been into a comic series for several years. I tried to get into the run with Kaine as the Scarlet Spider, but it just never fit the mold for me. Ben Reilly as a character was immediately one of my favorites growing up and it crushed my childhood self when he was killed off. So many story arcs ended with that one panel.

I'm really enjoying the direction you're taking Ben, out of the ashes of the Jackal with Kaine on his tail again. It's old and new at the same time, and I think you've done a great job in making him a more distinct and standalone character in just three issues.

Keep up the good work, looking forward to a long run!

Thanks
Nick

HEY, WAIT A SEC! NICK?! You're supposed to be editing the Spidey books, not sending fan mail to 'em! BACK TO YOUR TYPEWRITER, LOWE!

I'm sorry. Allison's just informed me that you're NOT Spider-Office Executive Editor Nick Lowe. Should've known, what since you were using complete sentences and all!

Thanks for reading!

When I came I to my local comic shop and saw Issues #1 and #2 of the new Scarlet Spider series, I immediately grabbed both of them and anxiously drove home to read them. The first issue was fantastic! The second issue as well! I am hooked for sure! Can't wait for more!

Vince E.

P.S. I've never liked a title so much I actually wrote in about it! Great job!

AH! This is great – always love working on comics that inspire people to drop a line to the Mighty Marvel Mailbag for the first time! Thrilled you like the story enough to write in, Vince!

Wow! The fans changed the Spider Universe... I also like the original Scarlet Spider's outfit. It's cool how it was done at the end of issue #3. I remember when he found the complete hooded sweatshirt on display way, way back in the day. I think it would be cool and

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also informative if you guys added something like a "Facts" page or even just a small column at the end of the new issues. Spidey-Fact #1, for example, could be that Ben found the blue spider hoodie in a window display. Something like that. I think it's a good idea but I will leave it to the pros to decide. Thanks, guys, and I hope this comic "sticks" around for a long time.

Webbing on the word "sticks."

David L.

Hey, David! Thanks for your letter. I was actually just thinking about this myself. We typically use these final pages of our issues for letter columns or next issue pages, but I've been debating the idea of using them for something new. Maybe some sketches or other in-progress work from our artists – perhaps even with a spot for them to field questions from you, the Mighty Marvel readership? **WHAT SAY YOU, CLONEHEADS?! Would you like to get a peek behind the scenes and have your questions heard?**

I never truly believed in a "win-win" situation until I read the last page of BEN REILLY: THE SCARLET SPIDER ISSUE #3! Way to go, Peter David!

John B.

Don't know what John's referring to, readers? Go pick up BEN REILLY: THE SCARLET SPIDER #3!

Hello,

I really enjoyed these first issues of this new SCARLET SPIDER series. I've been a fan of Ben Reilly for some time, though I find the change from an upbeat, inventive hero to a sociopathic, self-enabling nutcase jarring, though it's a change I'm interested in seeing to the end.

Also you're just nailing Kaine's character and I'm digging Ben's new costume, hate to see it go. Keep up the good work, have my fingers crossed for a successful run.

Sincerely,
Andrew A.

Thanks for your letter, Andrew! Glad you're digging the book and are sticking with us. I'm the biggest Ben Reilly fan EVER, so, believe me, I know exactly where you're coming from. A perk of working here at the House of Ideas is that we get to hear the stories the writers are cooking up long before they hit the stands, and I'm not afraid to admit that when Dan Slott laid out his plans to bring Ben back, I was skeptical. For a long, LONG time, I was firmly in the camp that Ben should stay dead, but after getting to see Dan and Jim Cheung's epic story – THE CLONE CONSPIRACY – come together, all of my fears were put to rest. I'm just glad that we were able to keep Ben's story and explore the next chapter of his tale with Peter and Mark.

And, hey, if you missed it, be sure to go pick up THE AMAZING SPIDER-MAN #22! It tells the story of just how Ben got so traumatized and it's one of the must gut-wrenching stories I've ever read – regardless of how much I love Ben!

All right, web-heads! That's all the space we've got for this issue. Be back here in ONE MONTH for BEN REILLY: THE SCARLET SPIDER #6!

Over and out!

Devin
@edevinlewis

NEXT:



LET US KNOW HOW WE'RE DOING! DROP US A LINE AT SPIDEYOFFICE@MARVEL.COM!
BE SURE TO MARK IT "OKAY TO PRINT"!

